

Winston & Strawn LLP  
101 California Street  
San Francisco, CA 94111-5894

WINSTON & STRAWN LLP  
Andrew P. Bridges (SBN: 122761)  
abridges@winston.com  
Jennifer A. Golinveaux (SBN: 203056)  
jgolinveaux@winston.com  
K. Joon Oh (SBN: 246142)  
koh@winston.com  
J. Caleb Donaldson (SBN: 257271)  
jcdonaldson@winston.com  
101 California Street  
San Francisco, CA 94111-5894  
Telephone: 415-591-1000  
Facsimile: 415-591-1400

Attorneys for Plaintiff  
BARE ESCENTUALS BEAUTY, INC.

BRYAN CAVE LLP  
Marcy Bergman (CA Bar No. 75826)  
Marcy.Bergman@bryancave.com  
Keith D. Klein (SBN: 184846)  
keith.klein@bryancave.com  
120 Broadway, Suite 300  
Santa Monica, CA 90401-2386  
Telephone: 310-576-2100  
Facsimile: 310-576-2200

Attorneys for Defendant  
INTELLIGENT BEAUTY, LLC

**UNITED STATES DISTRICT COURT**

**NORTHERN DISTRICT OF CALIFORNIA**

18	BARE ESCENTUALS BEAUTY, INC.,	)	<b>Case No. 03:09-cv-00382 (CRB) (JCS)</b>
19	Plaintiff,	)	<b>STIPULATION AND <del>[PROPOSED]</del></b>
20	vs.	)	<b>ORDER REGARDING CONFIDENTIAL</b>
21	INTELLIGENT BEAUTY, LLC,	)	<b>AFFILIATE AGREEMENT</b>
22	and	)	<b>Trial Date: May 17, 2010</b>
23	DOES 1-12,	)	<b>Time: 8:30 a.m.</b>
24	Defendants.	)	<b>Room: 8</b>

**STIPULATION**

This Stipulation is entered into by Plaintiff BARE ESCENTUALS BEAUTY, INC. (“Plaintiff”) and Defendant INTELLIGENT BEAUTY, INC. (“Defendant”).

WHEREAS, in response to Plaintiff’s document requests, Defendant has agreed to conduct a reasonable and diligent search for all documents in Defendant’s possession, custody, or control that reflect affiliate agreements and licensee agreements related to RAWMINERALS or marketing of RAWMINERALS products;

WHEREAS, Defendant has produced all such documents that it could locate following a reasonable and diligent search, with the exception of one agreement that is subject to a confidentiality clause that may prohibit Defendant from producing it unless a Court has ordered Defendant to do so;

NOW, THEREFORE, Plaintiff seeks an Order of this Court ordering that Defendant produce the previously withheld agreement to Plaintiff within five business days of entry of an order by the Court.

**IT IS SO STIPULATED.**

Dated: January 4, 2010

BRYAN CAVE LLP

\_\_\_\_\_  
Keith D. Klein  
Attorney for Defendant  
INTELLIGENT BEAUTY, LLC

Dated: January 4, 2010

WINSTON & STRAWN LLP

\_\_\_\_\_  
Jennifer A. Golinveaux  
Attorney for Plaintiff  
BARE ESCENTUALS BEAUTY, INC.

J. Caleb Donaldson attests that the above signatories have consented to the filing of this document.

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J. Caleb Donaldson

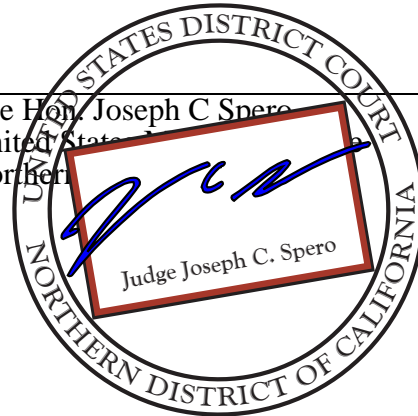
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**[PROPOSED] ORDER**

PURSUANT TO STIPULATION IT IS HEREBY ORDERED.

Dated: January 5, 2010

The Hon. Joseph C Spero  
United States District Court  
Northern District of California



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